



M E R J

**MERJ DEPOSITORY AND REGISTRY LIMITED
SECURITIES FACILITY
SCHEDULE OF FEES AND CHARGES**

Introduction

Issuer Services

MERJ DEP provides several important services to Issuers of Approved Eligible Assets including the following:

- MERJ Register/Subregister setup
- Maintenance of registers/sub-registers
- Entitlement tracking (i.e. corporate actions, offer events including dividends and rights issues)
- Holder record changes (e.g. name, address)
- Delivery vs. Payment settlement of allocations for IPOs and capital raising activities (i.e. primary market facility)
- Offer management services (i.e. takeovers, buy-back acceptances)
- Holding adjustments resulting from corporate actions
- Issuer information page, announcements and administration
- MERJ holding statements and investor portal

Billing

All fees are shown in US Dollars. Seychelles domestic issuers with accounts based in Seychelles rupees will be invoiced at the midrate published by the Central Bank of Seychelles on the date the invoice is generated. All fees are effective from 1 November 2022 unless otherwise indicated and are subject to change from time to time.

Issuer set up fees are invoiced and must be paid with submission of an application prior to the application being processed. The “flat rate annual fees” are non-refundable, invoiced in advance based on a calendar year and payable for the next year no later than 31 December each year. This fee will be prorated for the first year on a monthly basis based on the number of full months remaining in the year starting from the next month after the listing date (e.g. if the listing date is 15 August the fee would be 4 (full remaining months)/ 12 * flat rate annual fee = \$833.33). Other ongoing maintenance fees (i.e. per HIN) are invoiced on a calendar quarterly basis in arrears as explained. Other fees are invoiced on an ad hoc basis at the timing of the event and payable within 30 days of the invoice date.

Unpaid invoices will be assessed a 1% penalty fee for each calendar month delinquent. Services may be terminated where invoices are more than 3 months delinquent.

MERJ DEP may at its sole discretion offer discounts on issuer set up fees and/or maintenance fees to issuers under a program scheme approved by a Market Operator whereby multiple securities are issued.

If you require further clarification, please contact finance@merj.exchange.

Issuer Set Up Fees (one off)

The following services and charges are applicable to all issuers of Eligible Assets with a primary or secondary listing on a Market Operator.

Service	Charge Basis	Fee (excl. VAT)	Effective Date
New Issuer Setup	Per New Issuer on admission	\$500	1 Oct. 2022
New Product Setup	For each new class of Eligible Asset held in the Securities Facility and approved by MERJ DEP	\$250	1 Oct. 2022

Issuer Maintenance Fees (ongoing)¹

The following services and charges are applicable to all issuers of Eligible Assets where MDIs are issued over them with a primary or secondary listing on a Market Operator.

Service	Number of HINs ²	Annual Flat Rate	Rate per HIN ³	Total Per Annum (capped at 1.2 basis points or 0.012% of the market cap of the class of securities and prorated per billing period) ⁴	Effective Date
Fees for Corporate Issuers and Investment Entities – each class of Eligible Assets or MDIs over same held on a MERJ DEP Register/ Subregister	1 to 1,000	\$2,500	N/A	\$2,500	1 Nov 2022
	≥ 1,001	\$2,500	\$0.60	\$2,500 + \$0.60 for each HIN > 1,000	1 Nov 2022

¹ Fees include maintenance of registers/sub-registers, entitlement tracking (i.e. corporate actions, offer events including dividends and rights issues), Holder record changes (e.g. name, address), issuer information page, issuer announcements and MERJ holding statements.

² HIN stands for “Holder Identification Number” and corresponds to the MERJ ID of each Holder with a Holding in the Eligible Asset

³ Annual rates. Fees calculated and charged on a calendar quarter basis based on a fiscal year from 1 July to 30 June.

⁴ Example: 5,000 holders (HINs) and a total market cap for the class of \$200,000,000. Per HIN rate for the quarterly billing period would be 4,000 x \$0.15 = \$600. If the same issuer had 101,000 holders the per HIN rate for the quarterly billing period would be 100,000 * \$0.15 = \$15,000. However, the fee would be capped at \$6,000 since it exceeds the market cap x bps cap limit (i.e. \$200,000,000 x 0.003% = \$6,000).

Note: Issuers with a listing on MERJ's Upstream market will be assessed an additional \$2,500 per annum per security. The additional fee covers unlimited Transmutations (i.e. between the Issuer's Principal Register and MERJ Subregister), an issuer portal, investor portal and associated technology fees.

Holding Adjustments

The following services and charges are applicable to all issuers of Eligible Assets with a primary or secondary listing on a Market Operator.

Service	Charge Basis	Number of Adjustments	Rate per Adjustment	Total Amount ⁵	Effective Date
Holding Adjustments	Per request/ corporate action	≤ 1,000	\$0.75	\$0.75 each adjustment	1 Nov 2022
		> 1,000 to 2,000	\$0.50	\$750 plus \$0.50 each adjustment > 1,000	1 Nov 2022
		> 2,000	\$0.25	\$1,250 plus \$0.25 each adjustment > 2,000	1 Nov 2022

Primary Market Facility

The following services and charges are applicable to all issuers of Eligible Assets with a primary or secondary listing on a Market Operator relating to facilitation of IPOs and capital raising activities.

Service	Charge Basis	Fixed Fee	Variable Rate	Total	Effective Date
DvP Settlement/ Misc. Payment	Per DvP settlement per HIN participating		\$1.00	\$1.00 per DvP settlement per HIN	1 Nov 2022
Primary Market Facilitation Service ⁶	Issue Value ≤ \$5m	\$5,000	N/A	\$5,000	1 Nov 2022
	Issue Value > \$5m	\$5,000	10 bps	\$5,000 + 10bps on value > \$5m	1 Nov 2022

Meetings and Voting

The following services and charges are applicable to all issuers of Eligible Assets with a primary or secondary listing on a Market Operator.

⁵ Capped at \$10,000 per request/corporate action

⁶ "Primary Market Facilitation Service" means where an Issuer that is listed on a market of a Market Operator applies for MERJ DEP to process Allocation Components of Offers of Eligible Assets quoted or approved for quotation on a market operated by the Market Operator.



Service	Charge Basis	Fee	Effective Date
Provision of Omnibus Proxy ⁷ by Depository Nominee	Per meeting if required on request from the Principal Issuer	\$300	1 Nov 2022
Proxy Voting	Per voting matter/resolution per meeting where the Depository Nominee is obligated to cast votes or MERJ DEP is otherwise requested by the Principal Issuer to assist with gathering and casting votes	\$500	1 Nov 2022

Participant Fees

The following services and charges are applicable for Participants (e.g. a Market Operator) relating to FDIs listed or otherwise quoted on a Market Operator.

Service	Charge Basis	Fee	Effective Date
Custody fees (FDIs on underlying DLT Assets) ⁸	Per calendar quarter based on the value held on the close of the last trading day of each period; deducted from funds or failing which there is a sufficient balance then the Holding of FDIs at current market rates	No charge	1 Nov 2022
Custody Fees (underlying securities for FDIs)	Per calendar quarter based on the value held on the close of the last trading day of each period; deducted from Holding of FDIs	No charge	1 Nov 2022

Other Costs and Excluded Costs

Issuers will be billed separately at cost for any out-of-pocket expenses such as postage, courier fees and similar.

MERJ DEP is able to provide a quote for any of these services on request which will be based on the estimated time of personnel required. Please contact finance@merj.exchange for a quote.

⁷ “Omnibus Proxy” means a list of Holders of MDIs and their respective Holdings provided to an Issuer from a Depository Nominee authorizing those Holders to vote their proxies directly;

⁸ E.g. BTC, ETH, etc. underlying a MERJ FDI